

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>In re:</b>	)	
	)	<b>Case No. 09-04198-TBB-11</b>
<b>MOORE-HANDLEY, INC., et al.,</b>	)	
	)	<b>Jointly Administered</b>
<b>Debtors.</b>	)	

**ORDER APPROVING THE EMPLOYMENT OF CARL MARKS ADVISORY  
GROUP, LLC AS FINANCIAL ADVISORS AND INVESTMENT BANKERS**

THIS MATTER came before the Court on August 26, 2009 on the Application to Employ Carl Marks Advisory Group, LLC as Financial Advisors and Investment Bankers Pursuant to 11 U.S.C. §§ 327(a) and 328 and Rule 2014 of the Federal Rules of Bankruptcy Procedure (doc. no. 188) (the “Application”)<sup>1</sup> filed by the Debtors. Based upon the declaration J. Jette Campbell (the “Declaration”), the pleadings of record, the arguments and representation of counsel, for good cause shown, and all other matters brought before the Court, the Court has determined that the Application is due to be granted with respect to employment with compensation subject to further approval of the Court and subject to the terms and conditions contained herein. Upon due deliberation and sufficient notice, it is hereby

**ORDERED, ADJUDGED AND DECREED** that the Application is approved *nunc pro tunc* to the Filing Date, provided, however, that based on the agreement of the Debtors, Carl Marks and the Bankruptcy Administrator, Carl Marks shall not collect a Refinancing Fee under the Consulting Agreement in connection with

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<sup>1</sup> All terms not specifically defined herein shall have the meaning ascribed to such terms in the Application.

any refinancing agreement with the Debtors' existing lenders, and Carl Marks shall not collect any Search Fees from the Debtors, as originally contemplated in the Consulting Agreement; and it is further

**ORDERED, ADJUDGED AND DECREED** that, in accordance with section 327(a) of the Bankruptcy Code, the Debtors, as debtors-in-possession, are authorized to employ and retain Carl Marks Advisory Group, LLC as their financial advisors and investment bankers on the terms set forth in the Application as modified herein and the Declaration.

DONE this 31<sup>st</sup> day of August, 2009.

/s/ Thomas B. Bennett  
United States Bankruptcy Judge